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LAOOAlison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
9/6/2012 3:45 PM  
Fee Receipt: \$40.00**COMMONWEALTH OF KENTUCKY**  
**ALISON LUNDERGAN GRIMES, SECRETARY OF STATE**

|                                                                                                                                         |                                                       |     |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-----|
| <b>Division of Business Filings</b><br><b>Business Filings</b><br>PO Box 718<br>Frankfort, KY 40602<br>(502) 564-3490<br>www.sos.ky.gov | Articles of Organization<br>Limited Liability Company | KLC |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-----|

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the limited liability company is

Begley Investments LLC

Article II: The street address of the limited liability company's initial registered office in Kentucky is

|                                                  |               |                 |              |
|--------------------------------------------------|---------------|-----------------|--------------|
| <u>201 South Main Street</u>                     | <u>London</u> | <u>Kentucky</u> | <u>40741</u> |
| Street Address Only (No Post Office Box Numbers) | City          | State           | Zip Code     |

and the name of the initial registered agent at that office is Willis C. Cunnagin

Article III: The mailing address of the limited liability company's initial principal office is

|                                          |               |                 |              |
|------------------------------------------|---------------|-----------------|--------------|
| <u>P.O. Box 647</u>                      | <u>London</u> | <u>Kentucky</u> | <u>40743</u> |
| Street Address or Post Office Box Number | City          | State           | Zip Code     |

Article IV: The limited liability company is to be managed by (must check one):

☐

A. a manager(s).

☒

B. its member(s).

Article V: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is \_\_\_\_\_  
(Delayed effective date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

|                        |                                     |                          |
|------------------------|-------------------------------------|--------------------------|
| <u></u>                | <u>Willis C. Cunnagin, Attorney</u> | <u>September 6, 2012</u> |
| Signature of Organizer | Printed Name & Title                | Date                     |

|                        |                      |      |
|------------------------|----------------------|------|
| Signature of Organizer | Printed Name & Title | Date |
|------------------------|----------------------|------|

I, Willis C. Cunnagin, consent to serve as the registered agent on behalf of the limited liability company.

Print Name of Registered Agent

|                               |                           |                          |
|-------------------------------|---------------------------|--------------------------|
| <u></u>                       | <u>Willis C. Cunnagin</u> | <u>September 6, 2012</u> |
| Signature of Registered Agent | Printed Name              | Date                     |